

0-082A007



March 23, 1990

RECORDATION NO. 15701-2
FILED 1425

MAR 23 1990 - 10 40 PM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. McGee:

I have enclosed three originals of the document described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code. This document is:

Sublease Amendment No. 1 dated as of January 30, 1990, a secondary document which amends the Sublease dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-F

Amtrak requests that this document be filed under Recordation No. 15701.

The parties to the above-listed document include the following:

Sublease Amendment No. 1 - Wilmington Trust Company in its capacity as owner trustee and sublessor, and Amtrak as sublessee.

The addresses of the parties are:

National Railroad Passenger Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002
Attention: Corporate Secretary

Wilmington Trust Company
Rodney Square North
Wilmington, Delaware 19890
Attention: Corporate Trust Administration

The railway equipment covered by the document referenced above consists of eighty-five (85) intercity passenger coaches bearing Amtrak road numbers 54000 to 54071, inclusive, but excluding 54045, and numbers 54500 to 54513, inclusive, and eighteen (18) food service cars bearing Amtrak road numbers 53000 to 53007, inclusive, and 53500 to 53509, inclusive.

A fee of \$15 is enclosed. Please return an original and any extra copies not needed by the Commission for recordation

Page Two
Ms. Noretta R. McGee
Interstate Commerce Commission

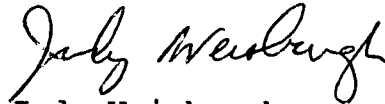
to the person delivering same stamped with the appropriate
recordation number.

A short summary of this document to appear in the index
follows:

Sublease Amendment No. 1 to the Sublease with
Recordation No. 15701-F dated as of July 15, 1989 and
covering eighty-five (85) intercity passenger coaches
bearing Amtrak road numbers 54000 to 54071, inclusive, but
excluding 54045, and numbers 54500 to 54513, inclusive, and
eighteen (18) food service cars bearing Amtrak road numbers
53000 to 53007, inclusive, and 53500 to 53509, inclusive.

The undersigned is one of the attorneys for Amtrak.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Judy Weisburgh".

Judy Weisburgh
Assistant General Counsel

Interstate Commerce Commission
Washington, D.C. 20423

3/23/90

OFFICE OF THE SECRETARY

Judy Weisburgh
Assistant General Counsel
National Railroad Passenger Corporation
60 Massachusetts Avenue N.E.
Washington, D.C. 20002

Dear Ms. Weisburgh:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/23/90 at 10:40^{am} and assigned recordation number(s). 15701-W

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

MAR 23 1990 -10 40 PM

INTERSTATE COMMERCE COMMISSION

SUBLEASE AMENDMENT NO. 1

This SUBLEASE AMENDMENT, dated as of January 30, 1990, between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee under that Trust Agreement dated as of July 15, 1989 between Chrysler Capital Corporation, the Owner Participant ("Chrysler"), and Wilmington Trust Company (hereinafter referred to as "Sublessor"), except as otherwise expressly provided in the Sublease referred to below, and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia, as sublessee (the "Sublessee").

W I T N E S S E T H:

WHEREAS, Sublessor and Sublessee have heretofore entered into that certain Sublease of Railroad Equipment dated as of July 15, 1989, as supplemented by Sublease Supplement No. 1, dated as of September 25, 1989, Sublease Supplement No. 2, dated as of December 31, 1989, and Sublease Supplement No. 3, dated January 30, 1990 (the "Sublease"), the terms defined in the Sublease being herein used with the same meanings;

WHEREAS, pursuant to Section 4.3 (i) of the Sublease, with respect to the Equipment subject to the Sublease, if any assumptions set forth in Part II of Schedule 1 thereto (the "Assumptions") are determined to be inaccurate, then the Rent Factors and Casualty Value Factors shall be appropriately adjusted;

WHEREAS, pursuant to Section 4.3 (ii) of the Sublease such adjustment shall be evidenced by the execution and delivery of a written amendment to Schedules 1 and 2 to the Sublease reflecting such adjustment;

WHEREAS, one Item of Equipment, that Horizon Fleet passenger coach bearing the road number 54045 sustained damage in an accident on December 19, 1989, such that it was not and will not be subjected to the Sublease;

WHEREAS, because such Item of Equipment is not and will not be subjected to the Sublease, the Assumptions have

been determined to be inaccurate with regard to the total Equipment Cost and the Items subjected to the Lease and Sublease;

WHEREAS, the Owner Participant and Sublessee duly have adjusted the Rent Factors and Casualty Value Factors, and the Owner Participant has, as evidenced by its confirmation hereof, authorized the Owner Trustee to enter into this Sublease Amendment; and

WHEREAS, pursuant to Section 13.01 of the Indenture, the Indenture Trustee has received written instructions from the Lender, as holder of at least 66-2/3% in aggregate principal amount of the Outstanding Secured Notes, directing the Indenture Trustee to consent to this Sublease Amendment;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the receipt of which is hereby acknowledged, Sublessor and Sublessee hereby agree as follows:

1. Effective as of the date hereof, the Sublease is hereby amended as follows:

(a) Schedule 1 of the Sublease (captioned "Basic Rent Factors") shall be replaced in its entirety by the revised Schedule 1 attached hereto; and

(b) Schedule 2 of the Sublease (captioned "Casualty Value Factors") shall be replaced in its entirety by the revised Schedule 2 attached hereto.

IN WITNESS WHEREOF, Sublessor and Sublessee have caused this Sublease Amendment to be duly executed as of the day and year first above written.

WILMINGTON TRUST COMPANY,
not in its individual capacity
but solely as Owner Trustee,
Sublessor

By: 
Name: Norma P. Closs
Title: Vice President

NATIONAL RAILROAD PASSENGER
CORPORATION, Sublessee

By: _____
Name: Richard I. Klein
Title: Treasurer

Accepted and agreed to by:

THE CONNECTICUT NATIONAL BANK,
As Indenture Trustee

By: _____
Name:
Title:

Confirmed by:

CHRYSLER CAPITAL CORPORATION,
As Owner Participant

By: _____
Name:
Title:

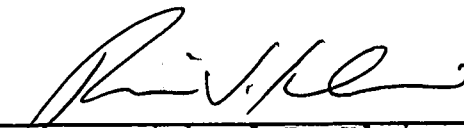
[SIGNATURE PAGE]

IN WITNESS WHEREOF, Sublessor and Sublessee have caused this Sublease Amendment to be duly executed as of the day and year first above written.

WILMINGTON TRUST COMPANY,
not in its individual capacity
but solely as Owner Trustee,
Sublessor

By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION, Sublessee

By:  _____
Name: Richard I. Klein
Title: Treasurer

Accepted and agreed to by:

THE CONNECTICUT NATIONAL BANK,
As Indenture Trustee

By: _____
Name:
Title:

Confirmed by:

CHRYSLER CAPITAL CORPORATION,
As Owner Participant

By: _____
Name:
Title:

[SIGNATURE PAGE]

IN WITNESS WHEREOF, Sublessor and Sublessee have caused this Sublease Amendment to be duly executed as of the day and year first above written.

WILMINGTON TRUST COMPANY,
not in its individual capacity
but solely as Owner Trustee,
Sublessor

By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION, Sublessee

By: _____
Name: Richard I. Klein
Title: Treasurer

Accepted and agreed to by:

THE CONNECTICUT NATIONAL BANK,
As Indenture Trustee

By:  _____
Name: RINETTE BOUCHARD
Title: TRUST OFFICER

Confirmed by:

CHRYSLER CAPITAL CORPORATION,
As Owner Participant

By: _____
Name:
Title:

[SIGNATURE PAGE]

IN WITNESS WHEREOF, Sublessor and Sublessee have caused this Sublease Amendment to be duly executed as of the day and year first above written.

WILMINGTON TRUST COMPANY,
not in its individual capacity
but solely as Owner Trustee,
Sublessor

By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION, Sublessee

By: _____
Name: Richard I. Klein
Title: Treasurer

Accepted and agreed to by:

THE CONNECTICUT NATIONAL BANK,
As Indenture Trustee

By: _____
Name:
Title:

Confirmed by:

CHRYSLER CAPITAL CORPORATION,
As Owner Participant

By: Laura C. Boyd
Name: LAURA C. BOYD
Title: TRANSACTION MANAGER

[SIGNATURE PAGE]

[SUBLEASE AMENDMENT]

STATE OF DELAWARE)
) ss
COUNTY OF NEW CASTLE)

On this 15 day of February, 1990, before me personally appeared Norma P. Closs, to me personally known, who being by me duly sworn, says that she is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission Expires: 4/20/91

SEAL

DISTRICT OF)
) ss
COLUMBIA)

On this _____ day of February, 1990, before me personally appeared Richard I. Klein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission Expires: _____

[SUBLEASE AMENDMENT]

STATE OF DELAWARE)
) ss
COUNTY OF NEW CASTLE)

On this _____ day of February, 1990, before me personally appeared _____, to me personally known, who being by me duly sworn, says that _____ is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and _____ acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission Expires: _____

SEAL

DISTRICT OF)
) ss
COLUMBIA)

On this 28th day of February, 1990, before me personally appeared Richard I. Klein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission Expires: 1-1-95

[SUBLEASE AMENDMENT]

Connecticut)
Hartford) ss

On this 7th day of March, 1990, before me personally appeared Rinette Bouchard, to me personally known, who being by me duly sworn, says that she is the Trust Officer of THE CONNECTICUT NATIONAL BANK, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Susan C. Merker
Notary Public

My commission Expires:

SUSAN C. MERKER
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1990

STATE OF CONNECTICUT)
) ss
)

On this _____ day of February, 1990, before me personally appeared _____, to me personally known, who being by me duly sworn, says that _____ is the _____ of CHRYSLER CAPITAL CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and _____ acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[SUBLEASE AMENDMENT]

_____))
_____)) ss
_____))

On this _____ day of February, 1990, before me personally appeared _____, to me personally known, who being by me duly sworn, says that _____ is the _____ of THE CONNECTICUT NATIONAL BANK, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and _____ acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission Expires: _____

STATE OF CONNECTICUT)
)
County of Fairfield) ss

On this 16th day of February, 1990, before me personally appeared Laura C. Boyd, to me personally known, who being by me duly sworn, says that she is the Transaction Manager of CHRYSLER CAPITAL CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Cynthia M. Weiss
Notary Public
Date Appointment Expires:
March 31, 1993

BASIC RENT

FACTORS

Part I

Rent Factors are expressed as percentages of Equipment Cost.

BASE PV OF RENTS: 83.42829% BASE CTL (IMPLICIT): 7.29447%
 FULL PV OF RENTS: 80.68007% FULL CTL (IMPLICIT): 7.12891%
 (PV RATE: 9.75000%)

RENTAL DATE	RENT NUMBER	RENT AMOUNT	RENT % OF COST	ADVANCE OR IN ARREARS
1/30/1990	0	0	0	Arrears
4/30/1990	1	2092575.69	1.89184602	Arrears
7/30/1990	2	2115825.53	1.91286680	Arrears
10/30/1990	3	2997569.97	2.71002942	Arrears
1/30/1991	4	2733265.49	2.47107823	Arrears
4/30/1991	5	2056645.20	1.85936244	Arrears
7/30/1991	6	2079496.81	1.88002202	Arrears
10/30/1991	7	2102349.43	1.90068101	Arrears
1/30/1992	8	3700747.24	3.34575474	Arrears
4/30/1992	9	2040102.94	1.84440699	Arrears
7/30/1992	10	2040102.94	1.84440699	Arrears
10/30/1992	11	2062521.66	1.86467510	Arrears
1/30/1993	12	3796510.14	3.42233162	Arrears
4/30/1993	13	1975419.26	1.78592716	Arrears
7/30/1993	14	1997367.35	1.80577070	Arrears
10/30/1993	15	2019316.44	1.82561443	Arrears
1/30/1994	16	3947135.63	3.56850843	Arrears
4/30/1994	17	1928427.67	1.74244412	Arrears
7/30/1994	18	1949854.64	1.76281572	Arrears
10/30/1994	19	1971281.62	1.78218732	Arrears
1/30/1995	20	4089673.75	3.69737365	Arrears
4/30/1995	21	1876791.86	1.69676145	Arrears
7/30/1995	22	1897645.10	1.71561435	Arrears
10/30/1995	23	1918499.35	1.73446726	Arrears
1/30/1996	24	4246302.38	3.83897774	Arrears
4/30/1996	25	4303840.35	3.89099641	Arrears
7/30/1996	26	1779557.80	1.60985452	Arrears
10/30/1996	27	1799113.38	1.62652424	Arrears
1/30/1997	28	2056726.16	1.85943563	Arrears
4/30/1997	29	1753722.91	1.58549783	Arrears
7/30/1997	30	1773208.72	1.60311447	Arrears
10/30/1997	31	1792694.53	1.62073111	Arrears
1/30/1998	32	5723971.28	5.17490193	Arrears
4/30/1998	33	1657898.03	1.49886491	Arrears
7/30/1998	34	1676319.12	1.51551897	Arrears
10/30/1998	35	1694740.21	1.53217202	Arrears
1/30/1999	36	7118999.80	6.42511296	Arrears
4/30/1999	37	1525681.71	1.37923128	Arrears
7/30/1999	38	1542633.73	1.39465728	Arrears
10/30/1999	39	1559585.74	1.40938319	Arrears
1/30/2000	40	7520056.00	6.79869802	Arrears
4/30/2000	41	1395732.97	1.26184792	Arrears
7/30/2000	42	1395732.97	1.26184792	Arrears

RENT SCHEDULE

BASE PV OF RENTS: 83.42829%
 FULL PV OF RENTS: 80.68007%
 (PV RATE: 9.75000%)

BASE CTL (IMPLICIT): 7.29447%
 FULL CTL (IMPLICIT): 7.12891%

RENTAL DATE	RENT NUMBER	RENT AMOUNT	RENT % OF COST	ADVANCE OR IN ARREARS
10/30/2000	43	1411070.69	1.27571438	Arrears
1/30/2001	44	7945420.54	7.18325967	Arrears
1/30/2001	45	9118053.18	8.24341257	Advance
4/30/2001	46	998867.80	0.90305166	Advance
7/30/2001	47	1009966.33	0.91308577	Advance
10/30/2001	48	1021064.96	0.92311369	Advance
1/30/2002	49	9764527.99	8.82707006	Advance
4/30/2002	50	785745.88	0.71037357	Advance
7/30/2002	51	794476.39	0.71826661	Advance
10/30/2002	52	803206.30	0.72615965	Advance
1/30/2003	53	10490006.35	9.47471649	Advance
4/30/2003	54	549872.90	0.49712749	Advance
7/30/2003	55	555983.61	0.50265113	Advance
10/30/2003	56	562093.22	0.50817477	Advance
1/30/2004	57	11268393.22	10.18747778	Advance
4/30/2004	58	292117.92	0.26403664	Advance
7/30/2004	59	292117.92	0.26403664	Advance
10/30/2004	60	295229.01	0.26599863	Advance
1/30/2005	61	12147957.17	10.98066987	Advance
4/30/2005	62	0.00	0.00000000	Advance
7/30/2005	63	0.00	0.00000000	Advance
10/30/2005	64	0.00	0.00000000	Advance
1/30/2006	65	5521798.72	4.99212267	Advance
4/30/2006	66	0.00	0.00000000	Advance
7/30/2006	67	0.00	0.00000000	Advance
10/30/2006	68	0.00	0.00000000	Advance
1/30/2007	69	5521798.72	4.99212267	Advance
4/30/2007	70	0.00	0.00000000	Advance
7/30/2007	71	0.00	0.00000000	Advance
10/30/2007	72	0.00	0.00000000	Advance
1/30/2008	73	8311195.98	7.51394826	Advance
4/30/2008	74	0.00	0.00000000	Advance
7/30/2008	75	0.00	0.00000000	Advance
10/30/2008	76	0.00	0.00000000	Advance
1/30/2009	77	11173273.64	10.10148242	Advance
4/30/2009	78	324894.51	0.29372915	Advance
7/30/2009	79	324894.51	0.29372915	Advance
10/30/2009	80	324894.51	0.29372915	Advance
TOTAL		209304663.18	189.22721343	

CASUALTY VALUE FACTORS

Casualty Value Factors are expressed as percentages of Equipment Cost.

SETTLEMENT DATE	Casualty Value Factors	PRO RATA RENT	STIP. LOSS RESID. & RENT
30 JAN 1990	104.11849048	0.00000000	104.11849048
30 APR 1990	104.79995487	1.89184632	106.69180119
30 JUL 1990	105.41213462	1.91286683	107.32500145
30 OCT 1990	105.20555915	2.71002942	107.91558858
30 JAN 1991	105.93265211	2.47107823	108.40373034
30 APR 1991	106.44060021	1.85936244	108.29996265
30 JUL 1991	106.88605773	1.88002202	108.76607975
30 OCT 1991	107.29835149	1.90068161	109.19903310
30 JAN 1992	106.23170289	3.34575474	109.57745763
30 APR 1992	106.58337862	1.84440699	108.42778562
30 JUL 1992	106.89158075	1.84440699	108.73598774
30 OCT 1992	107.17758150	1.86467520	109.04225670
30 JAN 1993	105.87325216	3.43233162	109.30558378
30 APR 1993	106.11871144	1.78592716	107.90463859
30 JUL 1993	106.33541670	1.80577079	108.14118749
30 OCT 1993	106.53762970	1.82561443	108.36324413
30 JAN 1994	104.98214816	3.56850843	108.55065659
30 APR 1994	105.15795788	1.74344412	106.90140199
30 JUL 1994	105.30851133	1.76281572	107.07132704
30 OCT 1994	105.44474941	1.78218732	107.22693673
30 JAN 1995	103.65118127	3.69737365	107.34855493
30 APR 1995	103.76108992	1.69676145	105.45785137
30 JUL 1995	103.84541474	1.71561435	105.56102909
30 OCT 1995	103.91446860	1.73446726	105.64893586
30 JAN 1996	101.86341618	3.83897774	105.70239392
30 APR 1996	99.67683519	3.89099641	103.56783161
30 JUL 1996	99.70664847	1.60885452	101.31550299
30 OCT 1996	99.73210242	1.62653424	101.35863666
30 JAN 1997	99.52020291	1.85943563	101.37963854
30 APR 1997	99.53757627	1.58549783	101.12307409
30 JUL 1997	99.55993216	1.60311447	101.16304663
30 OCT 1997	99.58734494	1.62073111	101.20807606
30 JAN 1998	96.06575137	5.17490193	101.24065330
30 APR 1998	96.10276049	1.49886491	97.60162541
30 JUL 1998	96.15645630	1.51551897	97.67197527
30 OCT 1998	96.22221643	1.53217302	97.75438946
30 JAN 1999	91.39635758	6.43611296	97.83247055
30 APR 1999	91.48501331	1.37933138	92.86434469
30 JUL 1999	91.59584542	1.39465728	92.99050270
30 OCT 1999	91.72183986	1.40998319	93.13182305
30 JAN 2000	86.47460436	6.79869802	93.27330238
30 APR 2000	86.62954337	1.26184792	87.89139129
30 JUL 2000	86.81029528	1.26184792	88.07214320
30 OCT 2000	87.00894916	1.27571438	88.28466354
30 JAN 2001	81.31834054	7.18325967	88.50160021
30 JAN 2001	81.31834054	7.18325967	88.50160021

CASUALTY VALUE FACTORS

SETTLEMENT DATE	Casualty Value Factors	PRO RATA RENT	STIP. LOSS RESID. & RENT
30 APR 2001	74.21100335	0.00000000	74.21100335
30 JUL 2001	74.49431556	0.00000000	74.49431556
30 OCT 2001	74.80682074	0.00000000	74.80682074
30 JAN 2002	75.13910600	0.00000000	75.13910600
30 APR 2002	67.38004378	0.00000000	67.38004378
30 JUL 2002	67.78719855	0.00000000	67.78719855
30 OCT 2002	68.22256955	0.00000000	68.22256955
30 JAN 2003	68.67886398	0.00000000	68.67886398
30 APR 2003	60.18337215	0.00000000	60.18337215
30 JUL 2003	60.71617981	0.00000000	60.71617981
30 OCT 2003	61.28204285	0.00000000	61.28204285
30 JAN 2004	61.87614079	0.00000000	61.87614079
30 APR 2004	52.57731847	0.00000000	52.57731847
30 JUL 2004	53.25382997	0.00000000	53.25382997
30 OCT 2004	53.97180723	0.00000000	53.97180723
30 JAN 2005	54.72626627	0.00000000	54.72626627
30 APR 2005	44.53383224	0.00000000	44.53383224
30 JUL 2005	45.38369775	0.00000000	45.38369775
30 OCT 2005	46.27841315	0.00000000	46.27841315
30 JAN 2006	47.21893251	0.00000000	47.21893251
30 APR 2006	43.04828036	0.00000000	43.04828036
30 JUL 2006	43.91143980	0.00000000	43.91143980
30 OCT 2006	44.80517304	0.00000000	44.80517304
30 JAN 2007	45.73013046	0.00000000	45.73013046
30 APR 2007	41.53170362	0.00000000	41.53170362
30 JUL 2007	42.36216866	0.00000000	42.36216866
30 OCT 2007	43.22251200	0.00000000	43.22251200
30 JAN 2008	44.11336922	0.00000000	44.11336922
30 APR 2008	37.27700855	0.00000000	37.27700855
30 JUL 2008	37.99717170	0.00000000	37.99717170
30 OCT 2008	38.75108483	0.00000000	38.75108483
30 JAN 2009	39.53946588	0.00000000	39.53946588
30 APR 2009	29.93258909	0.00000000	29.93258909
30 JUL 2009	30.17591395	0.00000000	30.17591395
30 OCT 2009	30.44817904	0.00000000	30.44817904
30 JAN 2010	30.00000000	0.00000000	30.00000000